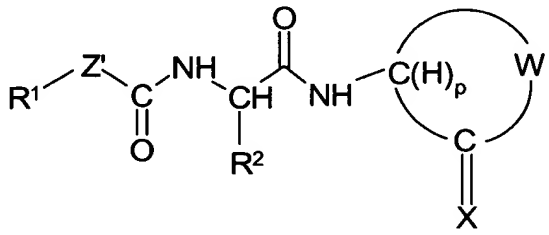
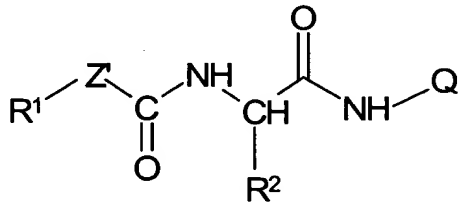
-- The compounds of formula I wherein m is 1 and n is 1can be represented by the following formula:



IA

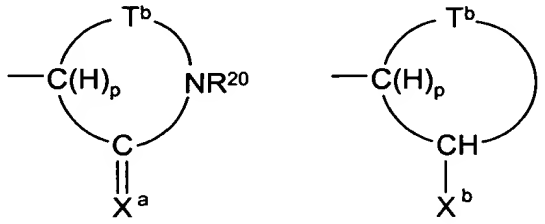
wherein R^1, R^2, W, X and *p* are as defined hereinabove with respect to formula I and Z′ is represented by the formula -CX′X″-, -T-CH_2- or -T-C(O)- where T is selected from the group consisting oxygen, sulfur, -NR^5 where R^5 is hydrogen, acyl, alkyl, aryl or heteroaryl group; X′ is hydrogen, hydroxy or fluoro; X″ is hydrogen, hydroxy or fluoro, or X′ and X″ together form an oxo group.

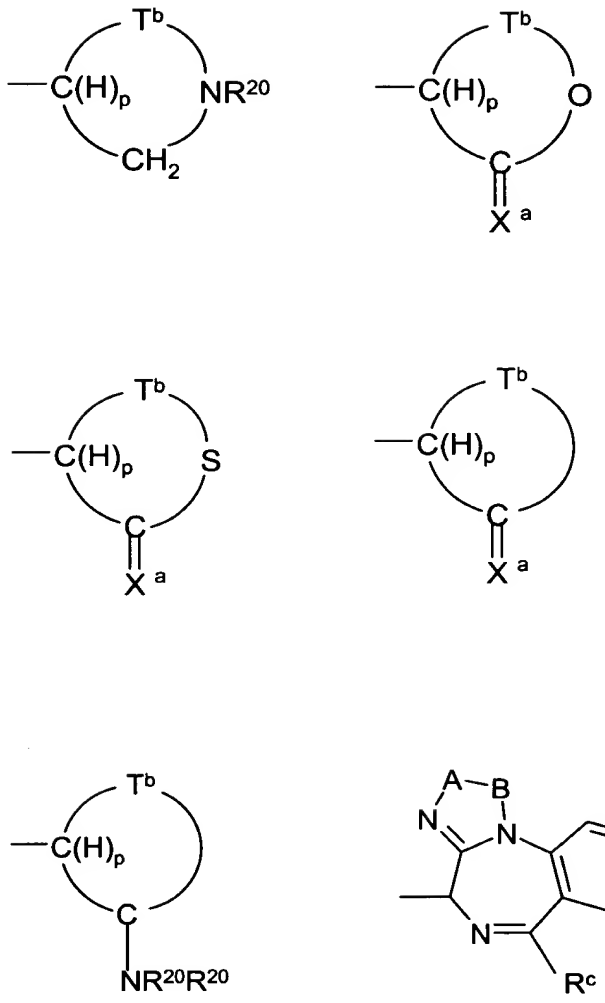
A further grouping of compounds within the invention can be represented by the following formula IB:



IB

wherein R^1 and R^2 are defined hereinabove with respect to formula I, Z′is defined hereinabove with respect to formula IA, and Q is selected from the group of monocyclic and polycyclic groups having the formulas:





wherein T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any

unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, q is an integer of from 1 to 3;

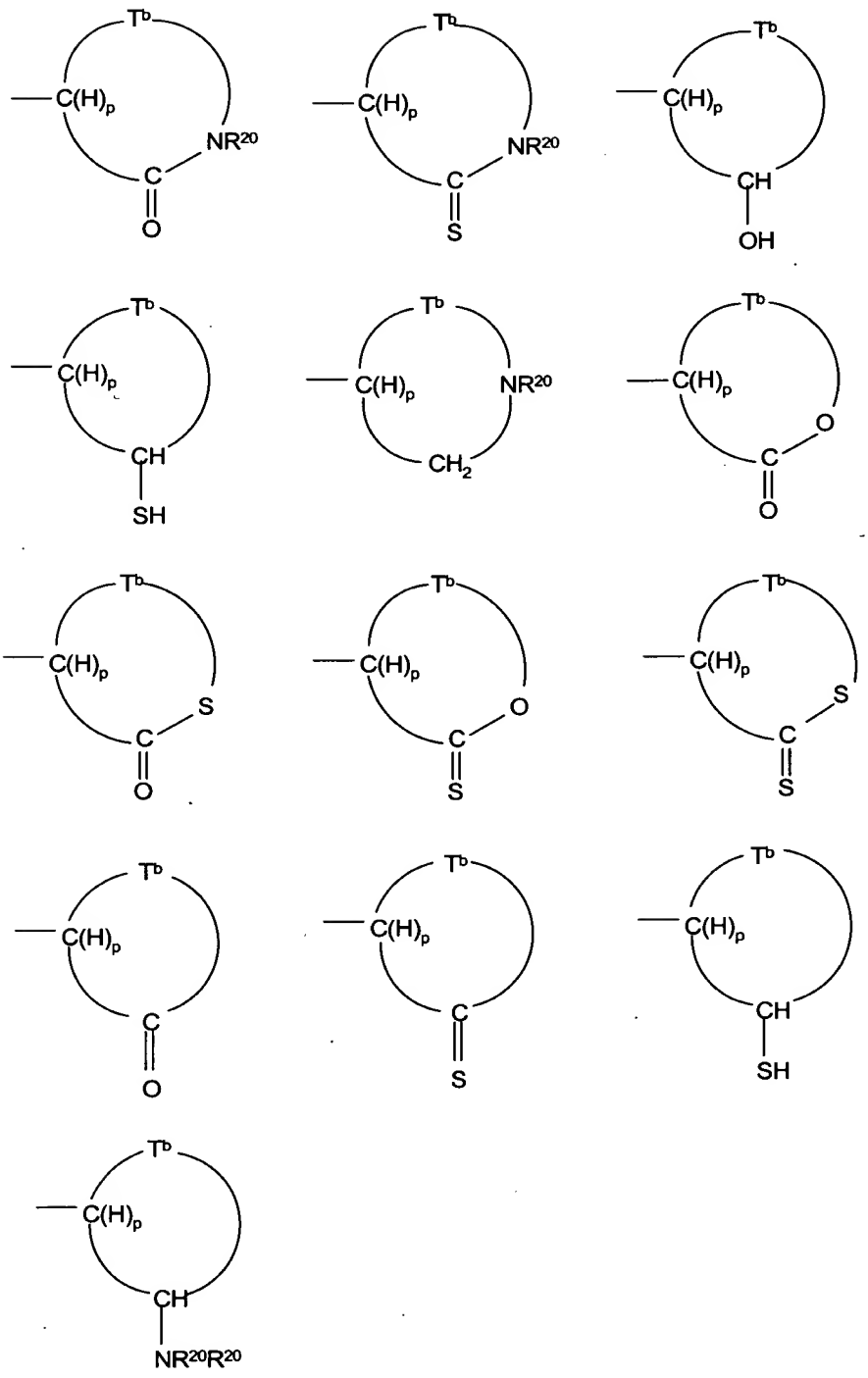
X^a is oxo or thioxo; X^b is hydroxy (-OH) or mecapto (-SH);

A-B is selected from the group consisting of alkylene, alkenylene, substituted alkylene, substituted alkenylene and -N=CH-; R^c is selected from the group consisting of alkyl, substituted alkyl, alkenyl, substituted alkenyl, aryl, heteroaryl, heterocyclic, cycloalkyl, and substituted cycloalkyl; and

p is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by Q is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH.--

Please insert the following paragraphs before the first paragraph on page 87, line 1:

-- The cyclic groups defined by W, together with $-C(H)_pC(=X)-$ includes the heterocyclic groups having the following formulas:


Tb
C(H)p
NR20
C
O
S
CH
OH
SH
CH2
A3

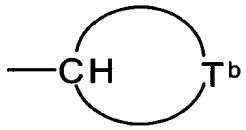
wherein T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently selected from the group consisting of alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3;

p is an integer equal to 0 or 1 such that when *p* is zero, the ring defined by W and $-C(H)_pC(=X)-$ is unsaturated at the carbon atom of ring attachment to NH and when *p* is one, the ring is saturated at the carbon atom of ring attachment to NH;

and pharmaceutically acceptable salts thereof.--

On page 87 paragraph 1, (lines 1-21) please replace with the following:

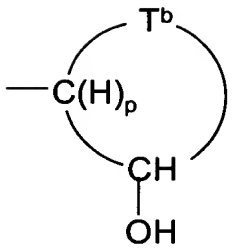
-- Preferred cyclic groups defined by W and $-C(H)_pC(=X)-$ include cycloalkyl, lactone, lactam, benzazepinone, dibenzazepinone and benzodiazepine groups. In one preferred embodiment, the cyclic group defined by W and $-C(H)_pC(=X)-$, forms a cycloalkyl group of the formula:



wherein T^b is selected from the group consisting of alkylene and substituted alkylene.--

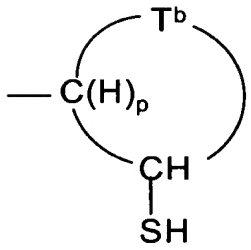
On page 88, second full paragraph (starting on line 8 through page 89, line 8) replace with:

-- In another preferred embodiment, the cyclic group defined by W, together with $-C(H)_pC(=X)-$ is a ring of the formula:



or

AS

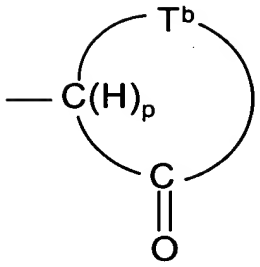


wherein *p* is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.--

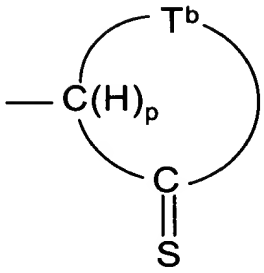
On page 90, second full paragraph (starting at line 9 through page 91, line 10) replace with:

-- Yet another preferred embodiment of the cyclic group defined by W, together with $-C(H)_pC(=X)-$, is a ring of the formula:

A6



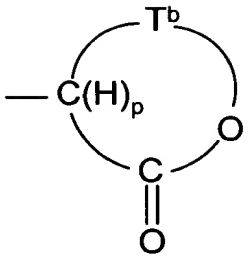
or

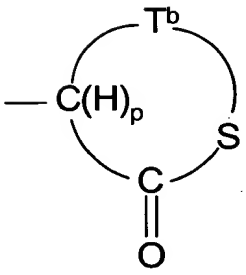


wherein *p* is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.--

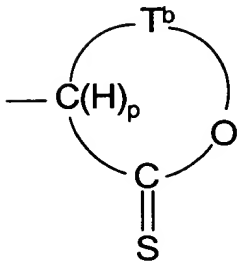
On page 92, second full paragraph (starting at line 7 through page 93, line 37) replace with:

-- In another preferred embodiment, the cyclic group defined by W, together with $-C(H)_pC(=X)-$, forms a ring of the formula:

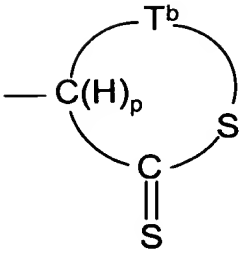




AM



or



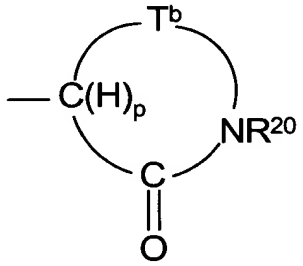
wherein *p* is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.--

A7

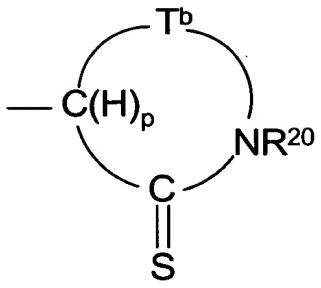
On page 94, second full paragraph (starting on line 20 through page 95, line 30) replace with:

-- In another preferred embodiment, the cyclic group defined by W and $-C(H)_pC(=X)-$, forms a lactam ring of the formula:

A8



or a thiolactam ring of the formula:



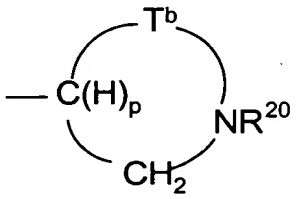
A8

wherein *p* is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.--

On page 99, first paragraph (on lines 1-22) replace with:

-- In another preferred embodiment, the cyclic group defined by W, together with $-C(H)_pC(=X)-$, forms a ring of the formula:

A9



wherein *p* is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a

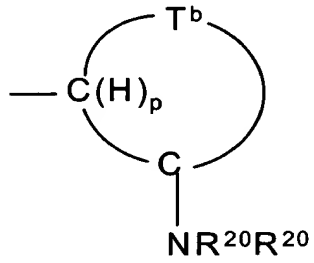
A9

substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.--

On page 99, second full paragraph (starting at line 24 through page 100, line 10) replace with:

-- A still further preferred embodiment is directed to a ring group defined by W, together with $-C(H)_pC(=X)-$, of the formula:

A10



wherein *p* is zero or one, T^b is selected from the group consisting of alkylene, substituted alkylene, alkenylene, substituted alkenylene, $-(R^{21}Z^a)_qR^{21}-$ and $-Z^aR^{21}-$ where Z^a is a substituent selected from the group consisting of -O-, -S- and $>NR^{20}$, each R^{20} is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, cycloalkenyl, substituted alkyl, substituted alkenyl, substituted alkynyl, aryl, heteroaryl and heterocyclic, each R^{21} is independently alkylene, substituted alkylene, alkenylene and substituted alkenylene with the proviso that when Z^a is -O- or -S-, any unsaturation in the alkenylene and substituted alkenylene does not involve participation of the -O- or -S-, and *q* is an integer of from 1 to 3.--

Please replace page 597 of Table 7C with the section of the table below:

Example No.	Compound	Starting Material 1	Starting Material 2	General Procedure	MS
7C-214	5{N'-(dl-mandelyl)-L-alaninyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	dl-mandelic acid or dl-alpha-hydroxyphenylacetic acid (Aldrich)	5-(L-alaninyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	444.2
7C-215	5-{N'-(p-chloromandelyl)-L-alaninyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	p-chloromandelic acid (Acros)	5-(L-alaninyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	444.2, 478.1
7C-216	5-{N'-(1-alpha-hydroxyisocaproyl)-L-alaninyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	1-alpha-hydroxyisocaproic acid (Aldrich)	5-(L-alaninyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	424.2
7C-217	5-{N'-(4-bromomandelyl)-L-alaninyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	4-bromomandelic acid (Aldrich)	5-(L-alaninyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	522.1, 524.1
7C-218	5-{N'-(1-(+)-lactyl)-L-alaninyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	1-(+)-lactic acid (Sigma)	5-(L-alaninyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	382.2, 454.2
7C-219	5-{N'-(d-3-phenylacetyl)-L-alaninyl}-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	d-3-phenylacetic acid (Aldrich)	5-(L-alaninyl)-amino-7-methyl-5,7-dihydro-6H-dibenz[b,d]azepin-6-one	C-P	458.2